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UNITED STATES DISTRICT COURT

DISTRICT OF NEVADA

ORACLE USA, INC.; a Colorado corporation;  
 ORACLE AMERICA, INC.; a Delaware  
 corporation; and ORACLE INTERNATIONAL  
 CORPORATION, a California corporation,

Plaintiffs,

v.

RIMINI STREET, INC., a Nevada corporation;  
 and SETH RAVIN, an individual,

Defendants.

**Case No. 2:10-cv-0106-LRH-VCF**

**DECLARATION OF JOHN A.  
 POLITO IN SUPPORT OF  
 ORACLE'S MOTION TO SEAL  
 ORACLE'S MOTION FOR ORDER  
 TO SHOW CAUSE WHY RIMINI  
 STREET, INC. SHOULD NOT BE  
 HELD IN CONTEMPT AND  
 SUPPORTING DECLARATIONS  
 AND EXHIBITS**

1 I, John A. Polito, declare as follows:

2 1. I am an attorney admitted to practice *pro hac vice* before this Court in the above  
3 captioned matter, and a partner at Morgan, Lewis & Bockius LLP, counsel of record in this action  
4 for Plaintiffs Oracle America, Inc. and Oracle International Corp. (collectively, “Oracle”). I have  
5 personal knowledge of the facts set forth in this declaration and would competently testify to  
6 them if called upon to do so.

7 2. I submit this declaration in support of Oracle’s Motion to Seal Oracle’s Motion for  
8 Order to Show Cause Why Rimini Street, Inc. Should Not Be Held in Contempt (“OSC Motion”)  
9 and Supporting Declarations and Exhibits.

10 3. The Exhibits referenced below (specifically, Exhibits 1–6, 10, 12-13, 16, 18, and  
11 36) are submitted to the Court as part of the Appendix of Exhibits supporting Oracle’s Motion for  
12 Order to Show Cause Why Rimini Street, Inc. Should Not Be Held in Contempt.

13 4. I have reviewed Oracle’s OSC Motion and supporting declarations and exhibits.  
14 The materials set forth below each contain (in whole or at least in part) non-public,  
15 technologically, or commercially sensitive information relating to Oracle’s technology and  
16 software products. Oracle therefore requests sealing of the materials described below.

17 5. Exhibits 1–5 are side-by-side comparisons of source code between non-public  
18 Oracle source code files and source code files produced by Rimini in this litigation that  
19 accompanied the expert reports submitted by Oracle’s technical expert, Barbara Ann Frederiksen-  
20 Cross. These source code comparisons contain non-public, technologically, and commercially  
21 sensitive information relating to Oracle’s PeopleSoft and JD Edwards software. Oracle therefore  
22 requests that the Court seal the entirety of Exhibits 1–5.

23 6. Exhibit 6 comprises transcript excerpts from the January 17, 2020 Rule 30(b)(6)  
24 Deposition of Craig Mackereth that was taken in this case. Portions of Exhibit 6 (including the  
25 testimony at page 204, lines 5–23) contain non-public, technologically, and commercially  
26 sensitive information relating to Oracle’s JD Edwards software. Oracle therefore requests that the  
27 Court seal these identified portions in Exhibit 6.

1           7.       Exhibit 10 comprises excerpts from Oracle Deposition Exhibit 1841 introduced  
2 during the January 17, 2020 Rule 30(b)(6) Deposition of Craig Mackereth in this case. Portions  
3 of Exhibit 10 (including RSI006850428) contain non-public, technologically, and commercially  
4 sensitive information relating to Oracle's JD Edwards software. Oracle therefore requests that the  
5 Court seal these identified portions in Exhibit 10.

6           8.       Exhibit 12 comprises excerpts from an internal Rimini business record produced in  
7 this action. Portions of both pages of Exhibit 12 contain non-public, technologically and  
8 commercially sensitive information relating to Oracle's PeopleSoft software. Oracle therefore  
9 requests that the Court seal Exhibit 12.

10          9.       Exhibit 13 comprises excerpts from another internal Rimini business record  
11 produced in this action. Portions of both pages of Exhibit 13 contain non-public, technologically  
12 and commercially sensitive information relating to Oracle's PeopleSoft software. Oracle  
13 therefore requests that the Court seal Exhibit 13.

14          10.      Exhibit 16 is a spreadsheet Rimini produced to Oracle as part of discovery in this  
15 action as RSI007899901. Portions of both pages of Exhibit 16 contain non-public,  
16 technologically and commercially sensitive information relating to Oracle's PeopleSoft software.  
17 Oracle therefore requests that the Court seal Exhibit 16.

18          11.      Exhibit 18 comprises excerpts of a document Rimini produced to Oracle as part of  
19 discovery in this action as RSI006913538. Each page of Exhibit 18 contains non-public,  
20 technologically and commercially sensitive information relating to Oracle's PeopleSoft software.  
21 Oracle therefore requests that the Court seal Exhibit 18.

22          12.      Exhibit 36 is a document Rimini produced to Oracle as part of discovery in this  
23 action as RSI007038524. Portions of Exhibit 36 (including RSI007038525) contain non-public,  
24 technologically and commercially sensitive information relating to Oracle's PeopleSoft software.  
25 Oracle therefore requests that the Court seal these identified portions in Exhibit 36.

26          13.      Portions of Oracle's OSC Motion (including at 15:24, 15:28, 21:10, 21:12, 25:1,  
27 25:15, 25:18, and n.12) contain non-public, technologically and commercially sensitive  
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1 information relating to Oracle's PeopleSoft and JD Edwards software. Oracle therefore requests  
2 that the Court seal these identified portions in Oracle's OSC Motion.

3 14. With respect to the Declaration of Barbara Ann Frederiksen-Cross, portions of this  
4 declaration (including paragraphs 31, 33, 56, 57, 59, 61–65, 77–79, 87, 94, 97, 98, 99, 101, 102,  
5 104, and 107) contain non-public, technologically and commercially sensitive information  
6 relating to Oracle's PeopleSoft and JD Edwards software. Oracle therefore requests that the Court  
7 seal these identified portions in the Declaration of Barbara Ann Frederiksen-Cross.

8 I declare under penalty of perjury under the laws of the United States that the foregoing is  
9 true and correct.

10 Executed July 10, 2020 at Berkeley, California.

11 DATED: July 10, 2020

MORGAN, LEWIS & BOCKIUS LLP

13 By: /s/ John A. Polito  
14 John A. Polito

15 Attorneys for Plaintiffs Oracle USA, Inc.,  
16 Oracle America, Inc., and Oracle  
17 International Corporation  
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**CERTIFICATE OF SERVICE**

I hereby certify that on the 10th day of July, 2020, I electronically transmitted the foregoing DECLARATION OF JOHN A. POLITO IN SUPPORT OF ORACLE'S MOTION TO SEAL ORACLE'S MOTION FOR ORDER TO SHOW CAUSE WHY RIMINI STREET, INC. SHOULD NOT BE HELD IN CONTEMPT AND SUPPORTING DECLARATIONS AND EXHIBITS to the Clerk's Office using the CM/ECF System for filing and transmittal of a Notice of Electronic Filing to all counsel in this matter; all counsel being registered to receive Electronic Filing.

DATED: July 10, 2020

MORGAN, LEWIS & BOCKIUS LLP

By: /s/ John A. Polito  
John A. Polito

Attorneys for Plaintiffs Oracle USA, Inc.,  
Oracle America, Inc., and Oracle  
International Corporation